

EXHIBIT C

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

FEDERAL TRADE COMMISSION,
Plaintiff,

v.

MICROSOFT CORP.,
and
ACTIVISION BLIZZARD, INC.
Defendants.

Case No. 3:23-cv-02880-JSC

**DECLARATION OF SANDRA “SAM”
PAILCA**

Judge: Hon. Jacqueline Scott Corley

DECLARATION OF SAM PAILCA

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2 1. My name is Sandra “Sam” Pailca. The statements herein are true and within my
3 personal knowledge unless stated otherwise.

4 2. I make this declaration to demonstrate why I should be permitted to receive and review
5 all Confidential Material described in the Protective Order. It is essential that I be provided access
6 to this information in order to use my knowledge of the company to assist outside counsel in
7 formulating a defense in this action and to provide fully informed legal advice to the company.

8 3. I am Associate General Counsel of Regulatory Enforcement Litigation at Microsoft
9 Corp. (“Microsoft”). I am an attorney licensed to practice law in the state of Washington. My role
10 at Microsoft is to supervise pending and threatened regulatory investigations and litigation and advise
11 on litigation risk avoidance and mitigation. I am not involved in any competitive decision-making at
12 Microsoft. I do not participate in any decisions about formulating or implementing strategies to
13 compete with our competitors or any decisions about content or product design, development, or
14 pricing, nor do I make decisions concerning strategic partnerships.

15 4. This case arises out of the proposed acquisition of Activision Blizzard, Inc.
16 (“Activision”) by Microsoft (the “Proposed Transaction”). After the parties signed their merger
17 agreement, they submitted notification of the transaction to the Federal Trade Commission (the
18 “Commission” or “FTC”). Thereafter, the Commission issued a request for additional documents
19 and information. Subsequently, the Commission commenced an administrative action challenging
20 the Proposed Transaction which resulted in the production of more documents and information.
21 Additionally, the Proposed Transaction resulted in regulatory review abroad by the European
22 Commission (the “EC”) and the United Kingdom Competition and Markets Authority (the “CMA”),
23 both of which initiated independent administrative actions.

24 5. I am an in-house attorney who was involved in the collection and preparation of
25 information in response to the Commission’s requests and advised the company during the
26 Commission’s investigation and subsequent administrative action. I was involved in the preparation
27 of Microsoft’s employees for investigational and administrative hearings by the FTC and attended
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1 certain of the investigational and administrative hearings of Microsoft employees in my capacity as
2 in-house counsel at Microsoft. Therefore, I am one of only a few individuals with the company who
3 has comprehensive knowledge of the transaction and the proceedings which have transpired to date
4 with the Commission, as well as the other administrative actions related to the Proposed Transaction.
5 I oversee the day-to-day management of this litigation and am deeply involved in all aspects of
6 litigation strategy.

7 6. I plan to attend the Court hearing in this matter. It is essential that I be allowed to
8 have access to all Confidential material in order to be an active member of the trial team, to direct
9 our outside counsel, and to provide informed legal advice to the company. Because I understand the
10 company, the industry, and the questions and concerns of Microsoft's leadership and employees,
11 including employee witnesses, I am more able than outside counsel to advise the company about the
12 arguments being raised, the strength of the arguments, and the strength of the evidence in terms that
13 the business executives can understand. Of course, in providing that advice, I would not disclose the
14 confidential information itself.

15 7. I acknowledge and agree that I am subject to the jurisdiction of this Court and to its
16 contempt powers. I agree to remain subject to the Court's jurisdiction at all times, including after
17 this litigation is concluded.

18 8. I further represent that I will not make use of any Confidential material, directly or
19 indirectly, for any purpose other than the defense of this action. I will abide by the terms and ethical
20 obligations imposed by any protective order issued in this litigation.

1 I declare under penalty of perjury under the laws of the United States of America that the
2 foregoing is true and correct.

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5 Executed on June 19, 2023, in San Francisco, CA.

6 By. /s/ Sam Pailca
7 Sam Pailca
8 Microsoft Corp.
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SIGNATURE ATTESTATION

Pursuant to Civil Local Rule 5-1(h)(3), I attest under penalty of perjury that concurrence in the filing of this document has been obtained from any other signatory to this document.

Dated: June 19, 2023

/s/ Beth Wilkinson
Beth Wilkinson

Counsel for Defendant Microsoft Corp.